

## **POOR LEGIBILITY**

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DUE TO THE QUALITY OF THE ORIGINAL**

CORPORATE  
SUCCESSORSHIP  
DOCUMENTS

(C-1)  
Final Corporate History

SFUND RECORDS CTR  
2318588

Corporate History: This corporation was in existence in the 1960's, therefore corporate information was requested.

120. Miramar Gold Corporation (Nevada corporation) - Lady Bryan Mill, Fischer Mill, Hulley Mill

Date of Incorporation: March 27, 1985 (Nevada)  
Current Status: Active  
Current Address: See below  
Registered Agent: Michael J. Morrison  
1025 Ridgeview Drive, Suite 400  
Reno, NV 89509

Officers and Directors:  
current: Walter Berukoff, President, Stephen P. Quin, Treasurer  
Secretary, Lawrence D. Barr, Director (291058)  
past: same

Corporate History: None

121. Neaves Petroleum and Minerals, Inc. - Kinkhead Mill

Corporate History: Due to budget constraints, no corporate information has been collected.

122. Nevada Bank of San Francisco (California corporation) - Woodworth Mill, Roger's Mill

Date of Incorporation: May 24, 1875 (California)  
Current Status: Merged with Wells, Fargo and Co. on  
April 3, 1905  
Current Address: N/A  
Registered Agent: N/A

Officers and Directors:

current: None

past: John W. Mackay, James G. Fair, James C. Flood, William S. O'Brien, and Louis McLane (291030).

Corporate History: Mackay, Fair, Flood and O'Brien incorporate the bank in 1875. The Nevada Bank of San Francisco, a state charter, became a national charter in 1897 and changed its name to the Nevada National Bank. Merged with Wells, Fargo and Co., Bankers to form Wells Fargo Nevada National Bank on April 3, 1905. For more detailed information, refer to Report on Banks Involvement dated August 15, 1991.

Nevada Mill Company - Mexican Mill

Corporate History: As of January 20, 1994, no information was available from the Nevada Secretary of State for this entity.

Nevada Mill and Mining Company (Nevada corporation) - Pioneer Mill

Date of Incorporation:

March 5, 1885 (Nevada)

Current Status:

Inactive; permanently revoked 1929 (291154).

Current Address:

N/A

Registered Agent:

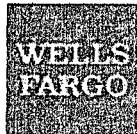
N/A

Officers and Directors:

current: None

past: J. B. Overton, N. C. Hall, L. P. Wardle (291533).

Corporate History: None



## John G. Stumpf

### Chairman, President and CEO Wells Fargo & Company



John Stumpf became Chairman for Wells Fargo & Company in January 2010. He was named Chief Executive Officer in June 2007, elected to Wells Fargo's Board of Directors in June 2006, and has been President since August 2005.

A 31-year veteran of the company, he joined the former Norwest Corporation (predecessor of Wells Fargo) in 1982 in the loan administration department and then became senior vice president and chief credit officer for Norwest Bank, N.A., Minneapolis. He held a number of management positions at Norwest Bank Minneapolis and Norwest Bank Minnesota before assuming responsibility for Norwest Bank Arizona in 1989. He was named regional president for Norwest Banks in Colorado/Arizona in 1991. From 1994 to 1998, he was regional president for Norwest Bank Texas. During his four years in that position, he led Norwest's acquisition of 30 Texas banks with total assets of more than \$13 billion.

In 1998, with the merger of Norwest Corporation and Wells Fargo & Company, he became head of the Southwestern Banking Group (Arizona, New Mexico and Texas). Two years later he became head of the new Western Banking Group (Arizona, Colorado, Idaho, Nevada, New Mexico, Oregon, Texas, Utah, Washington and Wyoming). In 2000, he led the integration of Wells Fargo's acquisition of the \$23 billion First Security Corporation, based in Salt Lake City. In May 2002, he was named Group EVP of Community Banking. In December 2008, he led one of the largest mergers in history with the purchase of Wachovia.

He serves on the Board of Directors for The Clearing House, the Financial Services Roundtable, Target Corporation, and Chevron Corporation. He also serves on the Board of Trustees of the San Francisco Museum of Modern Art.

A Minnesota native, he earned his bachelor's degree in finance from St. Cloud State University, St. Cloud, Minnesota and his MBA with an emphasis in finance from the University of Minnesota.

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6-3  
PRIMARY

HISTORY OF  
WELLS FARGO NEVADA NATIONAL BANK  
SAN FRANCISCO, CALIFORNIA.  
ORGANIZED APRIL 3, 1905.

Wells Fargo and Company, Bankers  
Organized 1852.

Nevada Bank, San Francisco, California  
Organized 1875.

Nevada National Bank, San Francisco, California.  
Organized November 2, 1897.

A024000

WELLS FARGO ARCHIVES  
THIS MATERIAL IS FOR REFERENCE USE  
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NEVADA NATIONAL BANK,  
SAN FRANCISCO, CALIFORNIA.

--oOo--

ORGANIZATION

Organized	November 2, 1897
Capital	\$3,000,000
Opened for Business	November 2, 1897
Location	Nevada Building, Montgomery and Pine Streets

DIRECTORS

Isaias W. Hellman  
Lewis Gerstle  
Christian de Guigne  
Levi Strauss  
David N. Walter  
Henry F. Allen  
Henry L. Dodge  
Robert Watt  
J. F. Bigelow  
J. L. Flood  
John W. MacKay

OFFICERS

Isaias W. Hellman	President
D. B. Davidson	Cashier and Secretary
J. F. Bigelow	Vice President
George Grant	Assistant Cashier

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NEVADA NATIONAL BANK,  
SAN FRANCISCO, CALIFORNIA.

--oOo--

DIRECTORS

<u>Name</u>	<u>From</u>	<u>To</u>
Isaias W. Hellman	Nov 2 1897	Apr 3 1905
Lewis Gerstle	Nov 2 1897	Dec 2 1902 (Dec'd)
Christian de Guigne	Nov 2 1897	Apr 3 1905
Levi Strauss	Nov 2 1897	Oct 7 1902 (Dec'd)
David N. Walter	Nov 2 1897	Mar 6 1900 (Dec'd)
Henry F. Allen	Nov 2 1897	Apr 3 1905
Henry L. Dodge	Nov 2 1897	Mar 4 1902 (Dec'd)
Robert Watt	Nov 2 1897	Apr 3 1905
J. F. Bigelow	Nov 2 1897	Apr 3 1905
J. L. Flood	Nov 2 1897	Apr 3 1905
John W. MacKay	Nov 2 1897	Aug 5 1902 (Dec'd)
I. W. Hellman, Jr.	Mar 6 1900	Apr 3 1915
F. W. Van Sicklen	Mar 4 1902	Apr 3 1905
Wm Haas	Sept 2 1902	Apr 3 1905
Clarence H MacKay	Nov 5 1902	Apr 3 1905
Leon Sloss	Dec 2 1902	Mar 7 1905
Louis Sloss	Mar 7 1905	Apr 3 1905

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WELLS FARGO NEVADA NATIONAL BANK

SAN FRANCISCO, CALIFORNIA.

--oOo--

PRESIDENTS

<u>Name</u>	<u>From</u>	<u>To</u>
Isaias W. Hellman	Apr 3 1905	Apr 9 1920 (Dec'd)
I. W. Hellman, Jr.	Apr 22 1920	May 10 1920 (Dec'd)
Frederick L. Lipman	May 18 1920	

VICE PRESIDENTS

J. F. Bigelow	Apr 3 1905	May 31 1906
I. W. Hellman, Jr.	Apr 3 1905	Apr 22 1920
F. L. Lipman	May 28 1906	May 18, 1920
James K. Wilson	May 24 1910	Jan 13 1920
Frank B. King	Jan 13 1920	
W. Mc Gavin	Jan 13 1920	Oct 6 1923 (Retired)
L. R. Cofer	Jan 13 1920	
A. D. Oliver	Jan 13 1920	
Julian Eisenbach	Jan 13 1920	
C. W. Banta	Jan 13 1920	
H. B. Ainsworth	Jun 1 1920	

Wells Fargo Nevada National Bank and  
Union Trust Company of San Francisco  
Consolidated December 31, 1923.

4024005

WELLS FARGO ARCHIVES  
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No 6690

Nevada Bank

San Francisco

Charter forfeited Dec. 13, 1905, for  
failure to pay license tax for the year  
ending June 30, 1906.

Incorporation

Filed Mar. 25 1875

Wm. McKim  
Sec. State

WC

W. White  
Deputy

Recorded Book 13 Page 100

PRIMARY

A-19

A023005

(C-4)

# Articles of Incorporation, of "The Nevada Bank of San Francisco."

Know all men by these, That We the undersigned have this day associated ourselves together for the purpose of incorporating, under the Laws of the State of California, a Corporation to be known by the corporate name of "The Nevada Bank of San Francisco."

And we hereby certify that the purpose for which this Corporation is formed are:

First: To engage in and carry on the business of Banking to such extent, and in all such branches as may legally be done under the Constitution and Laws of the State of California.

Second: That the place where the principal business of this Corporation is to be transacted is the City and County of San Francisco, in the State of California.

Third: That the term for which this Corporation is to exist is Fifty Years.

Fourth: That there shall be Five Directors of the Corporation, that is to say, James C. Flood, who resides at San Francisco, California, William S. O'Brien, who resides at San Francisco, California, John W. Mackay, who resides at Virginia City, Nevada, James G. Fair, who resides at Virginia City Nevada, and Louis McLane, who resides at San Francisco, California, and that said Five Directors shall have and shall manage the concerns of this Corporation, until the election of its Officers.

069904

and their qualification

Fifth: That the amount of the Capital Stock of this Corporation shall be Five Millions of Dollars, and said Capital Stock shall be divided into Fifty Thousand Shares of the par value of One Hundred Dollars each.

In Witness Whereof, we have hereunto set our respective hands and seals, this Nineteen the day of May A.D. 1875.

Signed, sealed & delivered

J. C. Flood

in presence of and to J. C.

Flood, J. W. Mackay, and

Wm. S. O'Brien

Levi J. McLane

Sam. C. Hermann

J. W. Mackay

and to J. G. Fair

R. V. Day

James G. Fair

and to Wm. S. O'Brien

Sam. C. Hermann

Levi J. McLane

Wells Fargo  
Since 1852

SECONDARY



# 1852—Wells Fargo's Gold Rush Roots

News of the discovery of gold on January 24, 1848, at Sutter's Mill, near Coloma, California, spread like wildfire across America and around the world. Farmers left their crops, sailors jumped ships, and doctors, lawyers, and merchants abandoned their careers to search for the elusive yellow metal.

Thousands of fortune-seekers poured into California. Before the Gold Rush, the Indian population numbered 150,000, the non-Indian only 15,000; by 1852, the latter had climbed to over 250,000.

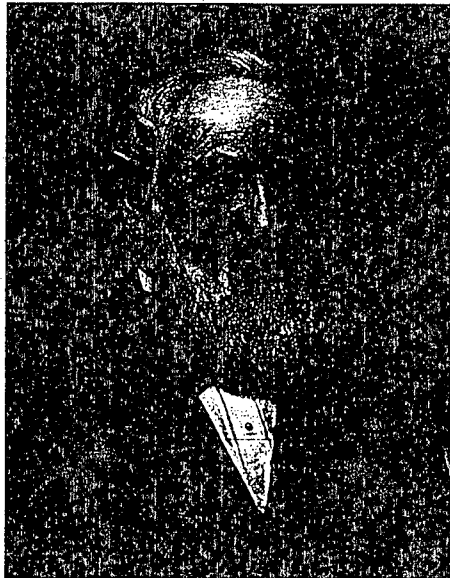
The drama and fever-pitch excitement of the California Gold Rush was closely watched by two successful eastern businessmen, Henry Wells and William G. Fargo, who had founded the American Express Company in 1850. They observed that new immigrants to California wanted to receive letters and

packages from faraway homes and to send back hard-earned wealth; miners needed their gold protected and exchanged for coin; and businessmen required a variety of banking services, such as short-term loans to pay for their goods. They calculated that California and the West would continue to grow and prosper.

On March 18, 1852, Wells and Fargo gathered their associates at New York City's famed Astor House and organized a new express and banking company: Wells, Fargo & Co. A few months later, on July 13, 1852, the Company opened its first office at 114 (renumbered 424) Montgomery Street in San Francisco. From this small beginning, Wells Fargo prospered and established itself as one of the West's most innovative and dependable companies.

*Left:* Henry Wells (1805-1878), co-founder of American Express Company (1850), Wells, Fargo & Co. (1852), and Wells College for women in Aurora, New York (1868).

*Right:* William G. Fargo (1818-1881), co-founder of American Express Company and Wells, Fargo & Co., mayor of Buffalo, New York, and namesake of Fargo, North Dakota.



Wells Fargo's Banking Department, located 1855-1876 in John Parrott's granite building at Montgomery and California Streets, San Francisco. Note the paying teller waiting on the women, and the two miners standing by the massive scales used for weighing gold dust, bullion and coins.

AC24012

# Into the Twentieth Century

Fundamental changes occurred in Wells Fargo & Company during the first years of the twentieth century. The express and banking divisions went separate ways. Edward H. Harriman, a shrewd and aggressive railroad entrepreneur, gained control of the Company through his stockholding in the Southern Pacific Railroad, the successor to the Central Pacific. In 1905, Harriman arranged a

merger between Wells Fargo & Co's Bank and the Nevada National Bank of San Francisco. A mature and dignified Wells Fargo Nevada National Bank, headquartered in San Francisco, emerged under the presidency of Isaias W. Hellman, a highly respected pioneer Los Angeles banker and philanthropist.

Earlier, in 1904, Wells Fargo & Company Express made New York its headquarters. By World War I, 35,000 Wells Fargo employees were serving the

A 1908 view shows agent William A. Biglow working in his Antioch, California express office.



Expresses are Forwarded in Charge of Managers, and by the Swiftest Trains, Stages and Steamers.

WELLS FARGO & COMPANY.		
<b>EXPRESS CARRIERS</b> Great Railroad, Stage and Steamer Lines Through the United States AND TERRITORIES. Also to British Columbia and Mexico. The Company's Lines Covering some 40,000 Miles. Connections are made with ALL RESPONSIBLE EXPRESS COMPANIES, thus reaching nearly every County, Town and City in the UNITED STATES and CANADA.	<b>EXPRESS FORWARDERS</b> From New York, to Liverpool, London, Havre, Paris, Rouen, and all of the Principal Ports in Europe. Also, by Steamers from San Francisco, to ALL PACIFIC COAST PORTS.	
<b>CARRIERS AND DELIVERIES</b> Money, Valuable Personal Possessions, Merchandise, Livestock, Etc.	<b>MONEY ORDERS</b> Paid everywhere in the United States, Canada and Mexico. <b>TRAVELERS' MONEY ORDERS</b> Payable in all countries of the world at par. Money sent by Telegram to all Principal Agencies and delivered promptly by Special Messengers.	<b>COLLECTS</b> Drafts, Notes, Bills, Cheques, Dividends and Other Papers. <b>ATTENDS TO ORDERS</b> For Goods and Household Supplies for the Household by Express. <b>PERSON TRAVEL, ETC.</b> Attends to Passengers and Passages, arranged at lowest rates, and to Transfers of Goods to Hotels.
<b>FILLS COMMISSIONS</b> Records Drafts, Pays Taxes for Men, Remittances for Legal Papers, Etc.		
<b>RECLAMES BAGGAGE, ETC.</b> At Depots and Hotels, and Returns Goods to Owners.		

Orders for Exchange—Foreign and Domestic—are taken at all Offices.

The back of an express receipt: Wells Fargo's multitude of services assured the Company a ready welcome. One agent described entering a Western town in 1863: "I heard a shout, 'Wells Fargo have come.' In less than three minutes I was surrounded by an excited crowd of three hundred men."

Redwood City, California, 1915: Sadakuso Enomoto used Wells Fargo to ship chrysanthemums to New Orleans for All Saints' Day.



A024026

# 1905 — Wells Fargo Nevada National Bank

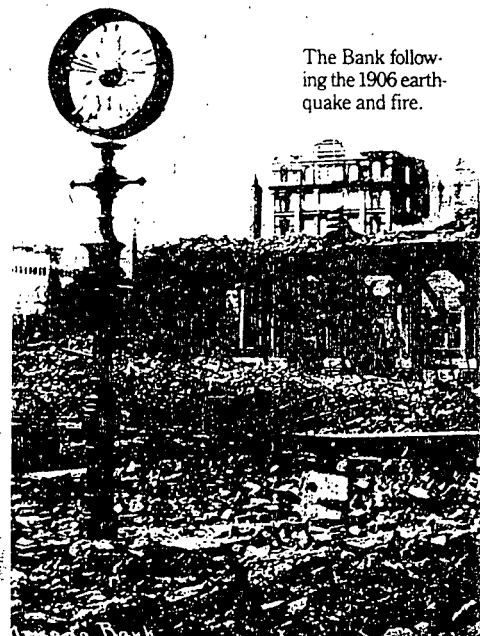
The 1905 merger between Wells Fargo & Co's Bank and the Nevada National Bank created the second largest commercial bank in San Francisco. President Hellman's guiding philosophy was simple: "Our ambition is not to be the largest bank in San Francisco, but to be the soundest and the best."

The Nevada Bank was organized in 1875 by the "Silver Kings"—James Fair, James Flood, William O'Brien and John Mackay. The rich mines of the Comstock

Lode had made the four partners among the richest men in the West. They chose Louis McLane, Wells Fargo's president from 1866 to 1868, as The Nevada Bank's first president. I.W. Hellman assumed control of the institution in 1890, and converted it from a state to a national charter in 1897.

A year after the 1905 merger, the Wells Fargo Nevada National Bank faced disaster. In the early morning hours of April 18, 1906, a major earthquake rocked

The ornate 1875 Nevada Block at Montgomery and Pine Streets in San Francisco was the home of The Nevada Bank, and after 1905, the Wells Fargo Nevada National Bank.



The Bank following the 1906 earthquake and fire.



Banking business was brisk on Saturdays, as shown in this view of the Wells Fargo Nevada National Bank on August 11, 1923.

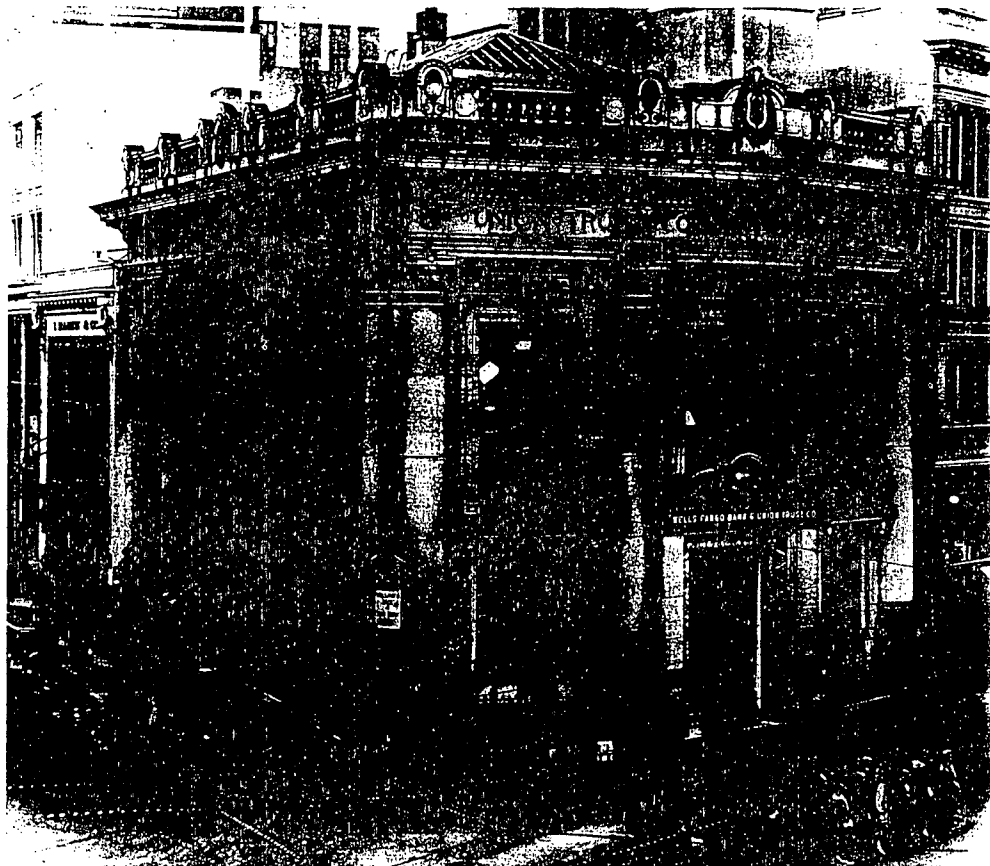


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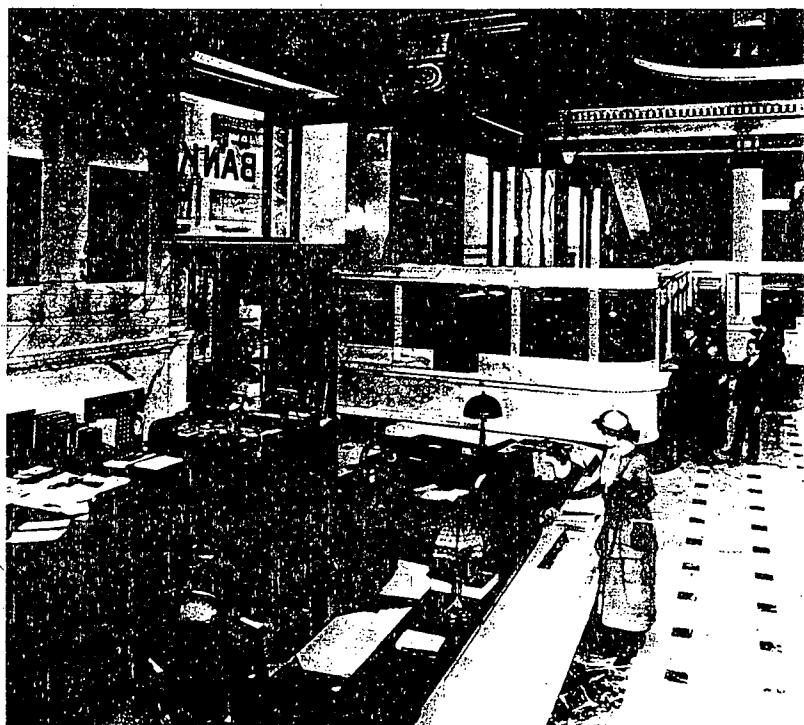
# 1924—Wells Fargo Bank & Union Trust Company

At the close of 1923, Wells Fargo Nevada National Bank merged with the Union Trust Company to form Wells Fargo Bank & Union Trust Company (shortened in 1954 to Wells Fargo Bank). Founded in 1893 by I.W. Hellman, Union Trust

was the West's oldest operating corporate trustee. The new company was guided for many years by Frederick L. Lipman, who joined Wells Fargo in 1883, was president from 1920 to 1935 and subsequently chairman of the board until 1949.



Landmark building: Wells Fargo's 1910 Union Trust Office at Market Street and Grant Avenue, San Francisco, was designed by architect Clinton Day.



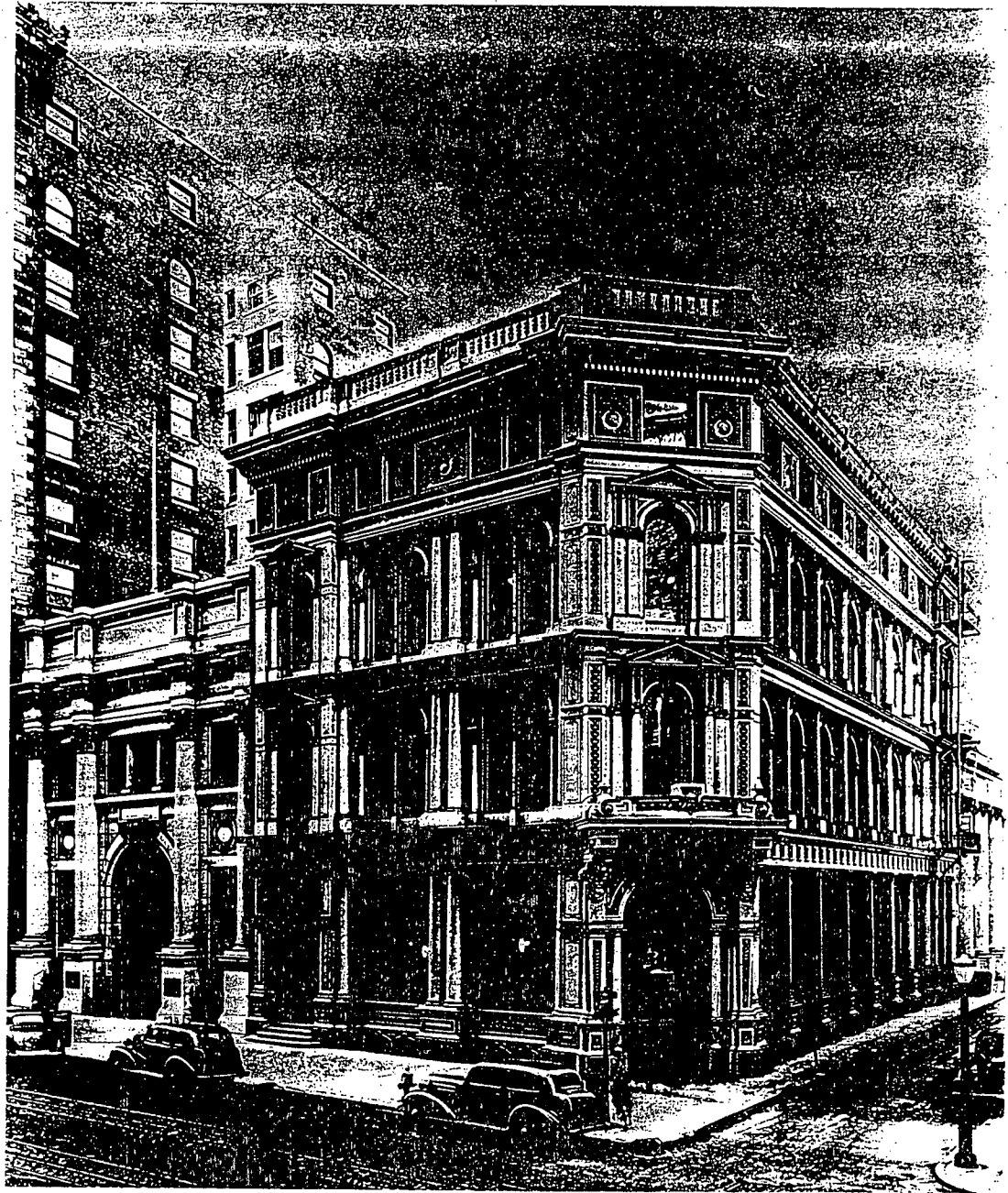
A024030



# 1960—Wells Fargo Bank American Trust Company

On March 25, 1960, Wells Fargo Bank dramatically expanded in the retail banking market when it merged with the American Trust Company. Of the 115 branch offices of Wells Fargo Bank American Trust Company, American Trust contributed 102.

Tracing its history back to 1854, American Trust was California's second oldest bank—Wells Fargo being the oldest. Numerous mergers and purchases, an aggressive branch expansion program throughout Northern California and innovative policies had made American Trust Company's retail bank organization one of the best in the nation.



Constructed in 1873 at California and Leidesdorff Streets, San Francisco, the Cast Iron Building formed part of American Trust Company's headquarters complex until 1960. Immediately to the left was a 1904 building that contained the Bank's head office. Today, its address of 464 California Street houses Wells Fargo's San Francisco Main Office.

A024032

American Trust Company's early history began with the formation of the San Francisco Accumulating Fund in 1854. Three years later, this organization was succeeded by the San Francisco Savings and Loan Society, an institution which pioneered real estate loans in the San Francisco area.

In 1910, the Savings and Loan Society merged with the San Francisco Savings Union (founded in 1862 as the initial bank incorporated under California's first banking legislation), to form the Savings Union Bank of San Francisco.

In 1920, the Savings Union merged with the Mercantile Trust Company (organized in 1899 and headquartered at 464 California Street, the current location of Wells Fargo's San Francisco Main Office).

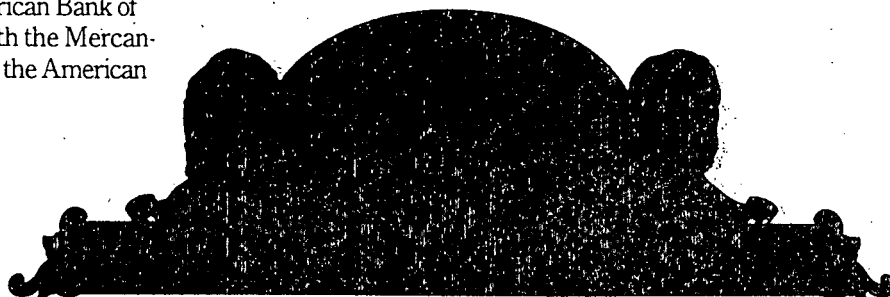
Then, in 1927, the American Bank of San Francisco merged with the Mercantile Trust Company to form the American Trust Company.

For the next 33 years, American Trust Company mirrored the general development of the California banking industry. From small institutions, California's banks evolved into dynamic, industry pacesetters with extensive state, national, and international operations.

Following its 1960 merger, Wells Fargo Bank American Trust Company (shortened in 1962 to Wells Fargo Bank) greeted challenges that changed the banking world. In 1967, the bank offered Master Charge — now MasterCard — credit cards that soon became an indispensable financial service for many Americans. In the same year, Wells Fargo offered its services statewide with its first, modern-era Southern California branch office.

In 1968, Wells Fargo Bank elected to form a one-bank holding company to expand outside California into financially related fields. As its corporate name, it readopted one famous since 1852: Wells Fargo & Company.

Computers and the electronic revolution came to the fore in the 1980s. Customers found new convenience with Express Stop™ automated teller machines, which the Bank had introduced in the early 1970s. At the same time, government deregulation of the banking industry, coupled with high interest rates, led to an uncertain market. Wells Fargo Bank kept pace with change and used automation to reduce mountains of paperwork, achieve economies of scale and speed the transfer of money.



In 1973, Wells Fargo combined several popular financial and checking products in the Gold Account, and thereby pioneered packaged checking services in California.

*Serving this Northern California Area*

**AMERICAN TRUST COMPANY**  
*Banking Since 1854*

HEAD OFFICE:  
SAN FRANCISCO

DEPOSITS OVER  
\$900,000,000

MEMBER FEDERAL DEPOSIT INSURANCE CORP. MEMBER FEDERAL RESERVE SYSTEM

American Trust Company's network of branch offices began in the early twentieth century and numbered over 100 at the time of the 1960 merger.

**master charge**  
THE INTERBANK CARD

In the 1960s, Wells Fargo Bank co-sponsored the development of a major credit card system which made borrowing easy.

A024033

# 1986—The Crocker Bank

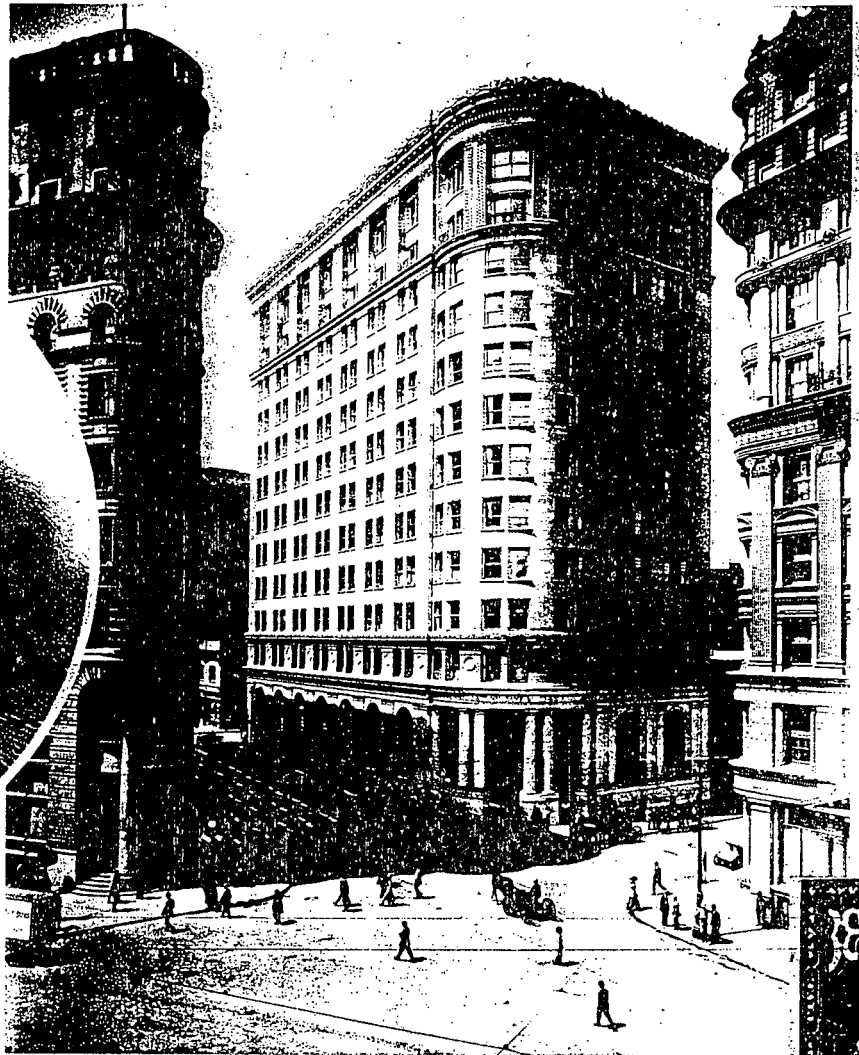
On May 30, 1986, Wells Fargo virtually doubled its size through a merger with The Crocker Bank, which had some 300 branch offices. Crocker, a California institution since 1870, was also the product of many mergers.

Crocker's name came from the banking house of Crocker-Woolworth & Co., which railroad builder Charles Crocker had founded in 1883. William H. Crocker, his son, guided the bank through 1937, and became one of the most respected financiers and community leaders in San Francisco during the first half of the twentieth century.

Crocker merged in 1926 with the First National Bank, the pioneer national bank in the state. When founded in 1870 as the First National Gold Bank of San Francisco, it reflected Civil War monetary policies. In the 1860s and 1870s, Californians refused to accept at face value the depreciated paper money sponsored by the federal government. Therefore, Congress allowed special national banks—called National Gold Banks—to issue bank notes redeemable in gold coin.



In 1883, railroad builder Charles Crocker (1822-1888) formed a bank bearing his name, Crocker-Woolworth & Co.



A 1911 view of Market, Post, and Montgomery Streets, San Francisco, shows the Crocker National Bank on the left. In the center, at One Montgomery Street, is the First National Bank, which architect Willis Polk designed in 1908. Today, minus the top ten floors, it is Wells Fargo's elegant Crocker Office. On the right, in this photo, is the Wells Fargo Nevada National Bank.

Paper money as good as gold was first issued in California by the First National Gold Bank of San Francisco. In 1870, it was the 1741st national bank chartered by the federal government since 1863, and that number appeared on its money. R.C. Woolworth, who signed this gold-backed banknote, was the "Woolworth" of Charles Crocker's bank.



A024034

# A Tradition of Strong Leadership

A key ingredient in the success and longevity of an organization is the presence of dynamic leaders who marshal the strengths of a company and channel them creatively and efficiently into productive patterns of growth.

Through its eighteen presidents, whose leadership spans more than 135 years, Wells Fargo has had farsighted executives whose business acumen has built one of the leading financial institutions in the United States.

New York banker E.B. Morgan served as Wells Fargo's first president. William G. Fargo, one of the Company's founders, was president from 1870 to 1872.

Louis McLane, president from 1866 to 1868, ran the largest stagecoach system in the West.

Attorney, land and mine owner Lloyd Tevis served as president the longest — from 1872 to 1892 — and encouraged the growth of Wells Fargo & Co's Bank. John Valentine, his successor, specialized in the express business.

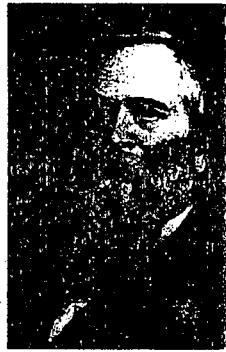
The Hellman family contributed three members to the office of president: Isaias W. Hellman from 1905 until 1920; his son, I.W. Hellman, Jr., who succeeded him briefly during April and May of 1920; and his grandson, I.W. Hellman III, who held the position from 1943 to 1960.

Richard P. Cooley, president from 1966 to 1979 and chief executive officer until 1982, guided Wells Fargo through its expansion from a Northern California bank into statewide banking.

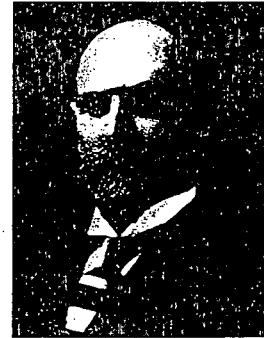
Carl E. Reichardt, president between 1979 and 1984 and currently chairman and chief executive officer, and President Paul Hazen have led Wells Fargo during the years of deregulation and, in 1986, through the largest acquisition in U.S. banking history. By concentrating on basic banking and implementing sound business practices, they have kept Wells Fargo & Company a banking leader.



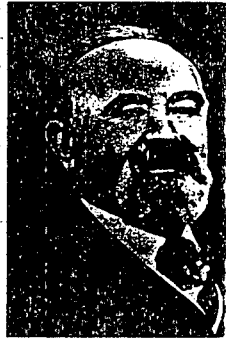
E. B. Morgan  
1852-1853



D. N. Barney  
1853-1866



Dudley Evans  
1902-1905



I. W. Hellman  
1905-1920



H. Stephen Chase  
1964-1966



Richard P. Cooley  
President, 1966-1979  
Chairman and CEO,  
1979-1982



Louis McLane  
1866-1868



A. H. Barney  
1868-1870



William G. Fargo  
1870-1872



Lloyd Tevis  
1872-1892



J. J. Valentine  
1892-1901



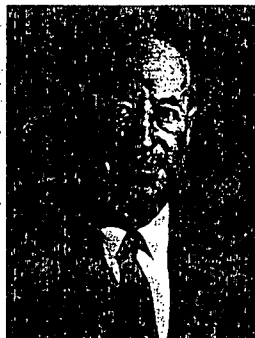
V. Hellman, Jr.  
April-May 1920



Frederick Lipman  
1920-1935



R. B. Motherwell  
1935-1943



I. W. Hellman III  
1943-1960



Ransom M. Cook  
1960-1964



Carl E. Reichardt  
President, 1979-1984  
Chairman and CEO, 1982-present



Paul Hazen  
President, 1984-present

A024039

PRIMARY

PLAN FOR MERGER  
OF  
WELLS FARGO NEVADA NATIONAL BANK  
OF SAN FRANCISCO  
AND  
UNION TRUST COMPANY OF SAN FRANCISCO

San Francisco, California,  
November 8, 1923.

It is proposed by the directors of Wells Fargo Nevada National Bank of San Francisco, (hereinafter referred to as The National Bank) and by the Directors of the Union Trust Company of San Francisco, (hereinafter referred to as The Trust Company) to effect a merger of said Institutions substantially upon the following terms and in the following manner:

(1) The National Bank is to be liquidated and its assets transferred to a new Banking Corporation (hereinafter referred to as the "New Bank") to be formed by its directors under the laws of the State of California, and to be called "WELLS FARGO BANK & UNION TRUST CO."

(2) The New Bank is to have a capital of Nine Million (\$9,000,000.) Dollars, divided into ninety thousand (90,000) shares, of the par value of One Hundred (100) Dollars each.

The stockholders of The National Bank will receive shares in the New Bank equivalent in par value to the shares now held by them, to-wit: Sixty Thousand (60,000) shares, Six Million (\$6,000,000.) Dollars.

(3) The Trust Company is to be merged into the New Bank; the stockholders of The Trust Company will receive sixteen (16) shares of stock in the New Bank in exchange for each share of stock of The Trust Company, and additionally the right to purchase at the price of One Hundred Eighty-seven and 30/100 (\$187.50) Dollars per share, four (4) shares of the New Bank for each share of stock of The Trust Company now held, giving the stockholders of The Trust Company a total of Three Million (\$3,000,000.) Dollars par value of shares in the New Bank.

(4) The Trust Company and The National Bank are to contribute each its entire business and assets to the New Bank and this will give the New Bank,

A capital of \$ 9,000,000.00  
A surplus of \$ 5,000,000.00  
Undivided Profits of \$ 2,875,000.00

Total, \$16,875,000.00

or a book value for the ninety thousand (90,000) shares of \$187.50 per share.

The Plan will be made effective by the action of a joint committee of four stockholders, two members of which, James E. Walsh and H. M. Wright, have been appointed by The National Bank, and two members of which, Edward Halloran Heller and George A. Berton, have been appointed by The Trust Company. Such Committee will act under authorization derived from the execution of the agreement hereto annexed by stockholders of The National Bank and The Trust Company.

This plan is to be liberally construed as a part of the agreement hereto annexed.

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## AGREEMENT

THIS AGREEMENT, dated the 8th day of November, 1923, by and between JAMES E. WALSH, H. M. WRIGHT, EDWARD HELLMAN HELLER and GEORGE A. BERTON, parties of the first part, (hereinafter referred to as "The Committee") and such stockholders of the WELLS FARGO NEVADA NATIONAL BANK OF SAN FRANCISCO, (hereinafter referred to as "The National Bank") and such stockholders of UNION TRUST COMPANY OF SAN FRANCISCO (hereinafter referred to as "The Trust Company"), as may become parties hereto in the manner herein provided, parties of the second part (hereinafter referred to as "The Stockholders"):

### WITNESSETH:

WHEREAS, the stockholders deem it to their advantage that the Plan hereto prefixed (which is hereby referred to and made a part hereof) be carried out, and The Committee has consented to act hereunder for the purpose of facilitating the execution of said Plan:

NOW, THEREFORE, in consideration of the execution of this agreement by the stockholders, and of the mutual promises herein contained, the parties hereto agree as follows:

#### (1) APPROVAL OF PLAN AND POWER OF COMMITTEE:

The Stockholders hereby approve the Plan hereto prefixed and hereby irrevocably severally constitute and appoint The Committee their sole and exclusive agent and attorney for the purpose of carrying out said Plan, and hereby confer on The Committee whatever power or authority The Committee may deem necessary or expedient to exercise in order to carry out the said Plan, hereby expressly authorizing and empowering The Committee to execute on behalf of The Stockholders respectively, such instruments in writing and to do all such things and acts as The Committee may deem necessary or proper to carry out the Plan, and this agreement as fully to all intents and purposes as The Stockholders might or could do, and The Stockholders expressly waive any right they may otherwise have to subscribe for additional shares of the New Bank, except as set forth in said Plan.

#### (2) AUTHORIZATION BY STOCKHOLDERS:

The Stockholders hereby irrevocably constitute and appoint The Committee, and any of them, attorneys and proxies for such stockholders, and for each of them, to vote all stock of The National Bank, The Trust Company, and the New Bank, held or owned by The Stockholders or to which they may become entitled, according to the number of shares which such stockholders would be entitled to vote if personally present, at any and all meetings of stockholders of any or all of the institutions above named, called or to be called for any purpose connected with the effectuation of said plan, including any meeting called to approve the proposed merger, and the Plan thereof, and any and all steps incident thereto; to receive on behalf of said stockholders any certificate or certificates of stock issued or deliverable in their names in any corporation to be formed pursuant to the provisions of the said Plan; to have issued to The Committee as Trustees any certificates of stock in the New Bank to which the stockholders may be or become entitled; to waive on behalf of the undersigned, notice of any meeting of stockholders of any corporation herein referred to, to be held in connection with accomplishing the said

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merger, and the Plan thereof, and any matter or action in any way relating thereto, and to consent to or take on behalf of the undersigned, any and all action required by law or requested by The Committee, or deemed desirable by The Committee in the accomplishment of said Plan, and to approve on behalf of The Stockholders any agreement recommended by The Committee relative to said Plan, authority being hereby given to said attorneys and proxies to act with all the powers which the undersigned would possess if personally present. Said power and authority shall be irrevocable for a period of three months; provided, however, that it shall be terminated upon the effectuation of the said Plan and the delivery to The Stockholders of the securities to which they are entitled thereunder.

Without in any way limiting or restricting the general powers hereinbefore conferred, The Committee is hereby authorized and empowered by The Stockholders for them and in their name to vote in favor of, consent to, act for, and to take all such steps as may be required for the accomplishment of,

(a) The liquidation of The National Bank, the formation of the New Bank, the subscription to the capital stock of the New Bank, and the acquisition of the assets of The National Bank by the New Bank, on such terms and in such manner as it may deem expedient;

(b) The merger of The Trust Company with or into the New Bank in accordance with the provisions of the Plan;

(c) The Committee may prescribe or approve the forms and terms of all charters, articles of incorporation and by-laws of such corporations as may be organized pursuant to the provisions of the Plan, and of all certificates of stock at any time to be issued, and of all other instruments to be executed.

### (3) COMMITTEE ACTION:

In the event of the death, absence, disability or resignation of any member of The Committee, a substitute or successor for him shall be named by the remaining member or members of The Committee. Any new member of The Committee so named shall have all the powers, rights and duties of his predecessor hereunder. The Committee may act without a meeting by writings or telegrams signed by a majority of its members. The Committee may employ such agents as to it may seem desirable. No member of The Committee shall be liable for any act or omission of any such agent or for the act or omission of any other member of The Committee or for anything except his own wilful misconduct or bad faith. The act of a majority of the members of The Committee as from time to time constituted shall be deemed to be the act of The Committee.

Any cash disbursements of The Committee incurred pursuant to the authority hereby conferred, shall be repaid to it by the New Bank when the said Plan has been effectuated.

### (4) WHEN PLAN BECOMES EFFECTIVE:

The Plan shall under no circumstances be effective until stockholders holding and owning at least two-thirds of the stock of The National Bank, and two-thirds of the stock of The Trust Company, shall have executed this agreement.

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**(S) EFFECT OF EXECUTION:**

This agreement taken together with the Plan prefixed hereto shall bind the several parties and their and each of their heirs, executors, administrators and assigns. This Plan and agreement may be executed from time to time in any number of counterparts, and such counterparts shall together constitute but one and the same plan and agreement. A copy of this Plan and agreement signed by the members of The Committee, shall be held and taken to be the original copy of the Plan, and agreement.

**JAMES E. WALSH**

**H. M. WRIGHT.**

**EDWARD HELLMAN HELLER.**

**GEORGE A. BERTON,**

### Committee of Stockholders:

Stock at Union Trust Company, M. C. S. S. Stocks.	Stock at Wells Fargo Nevada National Bank of San Francisco
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ARTICLES OF INCORPORATION  
of  
WELLS FARGO BANK & UNION  
TRUST CO.

Dated December 13, 1923.

FILED

in the office of the Secretary of State  
OF THE STATE OF CALIFORNIA

DEC 14 1923

FRANK J. JORDAN  
Secretary of State

Recorded in Book  
466-1-1066

HELLER, ENRMAN, WHITE & BROWN

ATTORNEYS AT LAW

RECORDING OFFICE

RECORDING OFFICE

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A G R E E M E N T   O F   M E R G E R

or

UNION TRUST COMPANY OF SAN FRANCISCO.

into

WELLS FARGO BANK & UNION TRUST CO.

-----COO-----

THIS MEMORANDUM OF AGREEMENT, made and entered into in duplicate as of the 31st day of December 1923, by and between UNION TRUST COMPANY OF SAN FRANCISCO, a corporation organized and existing under the laws of the State of California, the party of the first part, and WELLS FARGO BANK & UNION TRUST CO., a like corporation, the party of the second part,

WHEREAS, the Union Trust Company of San Francisco has its principal place of business in the City and County of San Francisco, State of California, and has an authorized capital stock of One Million Five Hundred Thousand (\$1,500,000) Dollars, divided into fifteen hundred (1500) shares of the par value of One Thousand (\$1,000) Dollars each, of which fifteen hundred (1500) shares of the aggregate par value of One Million Five Hundred Thousand (\$1,500,000) Dollars have been and now are issued and paid up to the extent of Eight Hundred (800) Dollars for each of said shares, and pursuant to proper authorization by law, said corporation is engaged in a departmental banking business, transacting a savings, commercial and trust business; and

WHEREAS, Wells Fargo Bank & Union Trust Co., has its principal place of business in the City and County of San Francisco, State of California, and has an authorized capital of Nine Million (\$9,000,000) Dollars, divided into ninety thousand (90,000) shares of the par value of One Hundred (\$100.00) Dollars each,

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of which sixty-six thousand (66,000) shares have been and now are subscribed and fully paid up, and said corporation is duly empowered and authorized as provided by law to transact a departmental banking business, to wit, a savings, commercial and trust business, in said City and County; and

WHEREAS, it is deemed to be for the best interests of the parties hereto, their stockholders, depositors and customers, that Union Trust Company of San Francisco should be merged into and with the Wells Fargo Bank & Union Trust Co.,

NOW, THEREFORE, in consideration of the mutual advantages and promises moving from one to the other, the parties hereto do hereby agree that the Union Trust Company of San Francisco shall be merged into and with the Wells Fargo Bank & Union Trust Co., and the Wells Fargo Bank & Union Trust Co., shall receive into itself the Union Trust Company of San Francisco, so that all of the capital, surplus and undivided profits, properties, trusts, claims, demands, contracts, agreements, obligations, debts, liabilities, fiduciary relationships and assets of every kind and description of the Union Trust Company of San Francisco, as the merged bank, shall pass to and become the property of, or the obligation of, as the case may be, of the Wells Fargo Bank & Union Trust Co., as the merging bank, all in accordance with the laws of the State of California, applicable to such merger, and more particularly in accordance with the provisions of the Bank Act of the State of California and of Section 31-b of said Bank Act, upon the following terms and conditions, and in the following manner;

- (1) The name of the bank after such merger shall continue to be Wells Fargo Bank & Union Trust Co.
- (2) Upon the consummation of the merger there shall be issued to the stockholders of Union Trust Company of San Francisco at that time twenty-four thousand

(24,000) shares of the capital stock of Wells Fargo Bank & Union Trust Co., such stock to be delivered pro rata to such stockholders upon the surrender by them of the certificates or certificate, duly endorsed in blank, evidencing their stock in the Union Trust Company of San Francisco.

- (3) Upon the consummation of the merger, the Wells Fargo Bank & Union Trust Co., shall conduct a branch office to be known as Union Trust Office of Wells Fargo Bank & Union Trust Co., in the premises now occupied by Union Trust Company of San Francisco.
- (4) The merger shall be consummated as soon as the legal requirements incident thereto can be complied with and shall take effect upon the filing of the Agreement of Merger in the office of the Superintendent of Banks of the State of California.

IN WITNESS WHEREOF, each of the parties hereto has caused its name and seal to be hereunto affixed by its proper officers thereunto duly authorized by resolution of its respective Board of Directors.

UNION TRUST COMPANY OF SAN FRANCISCO

By (seal) Chas. J. Jennings President.

By (seal) W. G. Lusk Secretary.

WELLS FARGO BANK & UNION TRUST CO.

By (seal) F. L. Lusk President.

By (seal) W. G. Lusk Secretary.

APPROVAL OF SUPERINTENDENT OF BANKS.

The foregoing Agreement of Merger is hereby approved  
insofar as that approval is required by the provisions of  
Section 31-b of the "Bank Act" of California.

Given under my hand and official seal this 31st day of  
December 1923.

(Seal)

J. F. Johnson

Superintendent of Banks.

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PRIMARY

AGREEMENT FOR MERGER

of

WELLS FARGO BANK

- OUT

into

AMERICAN TRUST COMPANY

- SURVIVING

THIS AGREEMENT FOR MERGER, made and executed this 18th day of December, 1959, by and between AMERICAN TRUST COMPANY, a California banking corporation (hereinafter called "Surviving Bank"), and WELLS FARGO BANK, a California banking corporation (hereinafter called "Constituent Bank"),

WITNESSETH:

WHEREAS, it is deemed to be for the best interests of the parties hereto and of their respective stockholders, depositors and customers that Constituent Bank be merged into Surviving Bank,

Now, THEREFORE, the parties hereto do agree as follows:

1. *Merger.* Constituent Bank shall be merged into Surviving Bank pursuant to the Financial and Corporations Codes of the State of California.

2. *Name of Surviving Bank.* Upon the merger becoming effective, the name of Surviving Bank shall become "Wells Fargo Bank American Trust Company".

3. *Articles of Surviving Bank.* Upon the merger becoming effective, and until otherwise duly amended, the Articles of Incorporation of Surviving Bank shall be amended as herein provided.

(a) Article I shall be amended to read as follows:

"ARTICLE I.

"The name of this corporation is WELLS FARGO BANK AMERICAN TRUST COMPANY."

(b) Article IV shall be amended to read as follows:

"ARTICLE IV.

"1. *Capitalization.* This corporation is authorized to issue only one class of shares of stock, to be designated 'Capital Stock'. The total number of shares which this corporation shall be authorized to issue shall be 5,000,000; the aggregate par value of all of the shares which this corporation shall be authorized to issue shall be \$50,000,000 and the par value of each share which this corporation shall be authorized to issue shall be Ten Dollars (\$10).

"2. *Voting Rights.* Each holder of Capital Stock shall be entitled to vote on all matters one vote for each share of Capital Stock held by him, provided, that in all elections of directors, each holder of Capital Stock shall have the right to vote the votes allocated to the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of votes allocable to his share shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.

"3. *Preemptive Rights of Holders of Capital Stock.* In case of any issue of shares of Capital Stock, for cash, subsequent to the effective date of this amendment to these Articles of Incorporation, such shares, before being sold or offered for sale to others, shall be first offered for subscription to the holders of record of the outstanding shares of Capital Stock in proportion to the number of shares held by them respectively, at such prices as the Board of Directors may determine, by mailing, first class postage prepaid, to such holders, at their respective addresses as shown on the books of the corporation, transferable subscription warrants exercisable at any time within a period specified therein of not less than 30 days from the date of such mailing; and if at the expiration of said period any of the shares

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so offered shall not be subscribed and paid for, such unsubscribed shares may be issued and sold, at any price not less than that at which they were so offered to the holders of Capital Stock, to such persons and on such terms as the Board of Directors may determine; provided, however, that this Corporation may at any time after February 1, 1960, sell and issue such additional shares of said Capital Stock, par value Ten Dollars (\$10) per share, for cash, as the Board of Directors may from time to time determine to be reasonably necessary in order to restore any depletion or diminution of this Corporation's capital or surplus resulting, directly or indirectly, from the required purchase of or payment for dissenting shares in connection with any statutory merger to which this Corporation is a party, without any prior offering of such additional shares to the holders of the outstanding Capital Stock.

"4. *Assessability of Capital Stock.* The Capital Stock of this corporation shall be subject to assessment by the Board of Directors of this corporation upon order of the Superintendent of Banks of the State of California for the purpose of restoring an impairment or reduction of capital in the manner and to the extent provided in the Financial Code of the State of California."

(c) Article VI shall be amended by striking the second grammatical paragraph thereof reading as follows :

"American Trust Company (whose name was formerly 'Mercantile Trust Company' and was thereafter changed to 'Mercantile Trust Company of California' and was thereafter changed to 'American Trust Company') is the successor corporation of Savings Union Bank and Trust Company and Mercantile Trust Company of San Francisco, as consolidated under Section 31(a) of the Bank Act of the State of California."

and by inserting in lieu thereof the following:

"Wells Fargo Bank American Trust Company (whose name was formerly 'Mercantile Trust Company' and was thereafter changed to 'Mercantile Trust Company of California' and was thereafter changed to 'American Trust Company' and was thereafter changed to 'Wells Fargo Bank American Trust Company') is the successor corporation of Savings Union Bank and Trust Company and Mercantile Trust Company of San Francisco, as consolidated under Section 31(a) of the Bank Act of the State of California."

4. *Conversion of Shares.* Upon the merger becoming effective, each share of the capital stock of Constituent Bank (including shares issuable as of December 23, 1959 pursuant to the stock dividend declared by the Board of Directors of Constituent Bank on November 24, 1959) shall, forthwith, and without any action on the part of the holder thereof, become and be converted into one share of the capital stock of Surviving Bank, and outstanding certificates representing shares of the capital stock of Constituent Bank shall thereupon represent shares of the capital stock of Surviving Bank. As soon thereafter as practicable Surviving Bank shall issue to the holders of outstanding certificates representing (a) shares of the capital stock of Surviving Bank (including shares issuable as of December 8, 1959 pursuant to the stock dividend declared by the Board of Directors of Surviving Bank on November 12, 1959) and (b) non-dissenting shares of the capital stock of Constituent Bank (including shares issuable as of December 23, 1959 pursuant to the stock dividend declared by the Board of Directors of Constituent Bank on November 24, 1959), new certificates bearing the name "Wells Fargo Bank American Trust Company" and representing the appropriate number of shares of the capital stock of Surviving Bank against surrender for cancellation of theretofore outstanding certificates evidencing shares of Constituent Bank and of Surviving Bank.

5. *Compliance with Laws.* The merger of Constituent Bank into Surviving Bank shall not become effective until approval hereof by vote of the stockholders of the respective parties as required by law, and until procurement of all other consents and approvals and the satisfaction of all other requirements prescribed by law which are necessary to the consummation of the merger.

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IN WITNESS WHEREOF, the undersigned corporations have caused this agreement to be executed by their proper corporate officers thereunto duly authorized, as of the day and year first above written.

AMERICAN TRUST COMPANY

By

*Samuel M. Mason*  
President

By

*Bradley H. Brown*  
Secretary

WELLS FARGO BANK

By

*W. L. L. L.*  
President

By

*H. Chandler*  
Secretary

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STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO—ss.

On this 19<sup>th</sup> day of December, 1959, before me, JOSEPHINE HULLMAN, a Notary Public in and for said City and County of San Francisco residing therein, duly commissioned and sworn, personally appeared I. W. HILLMAN and WILLIAM J. CRAWFORD, JR., known to me to be the President and Secretary, respectively, of WELLS FARGO BANK, the Corporation described in and that executed the within and foregoing instrument, and also known to me to be the persons who executed said instrument on behalf of said Corporation, and they acknowledged to me that such Corporation executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

(Seal)

Josephine Hullman  
Notary Public in and for the City and County of  
San Francisco, State of California.  
My Commission Expires November 5, 1963

STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO—ss.

On this 16<sup>th</sup> day of December, 1959, before me, Selma P. Lonlan, a Notary Public in and for said City and County of San Francisco residing therein, duly commissioned and sworn, personally appeared RANSOM M. COOK and BRADLEY B. BROWN, known to me to be the President and Secretary, respectively, of AMERICAN TRUST COMPANY, the Corporation described in and that executed the within and foregoing instrument, and also known to me to be the persons who executed said instrument on behalf of said Corporation, and they acknowledged to me that such Corporation executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

(Seal)

Selma P. Lonlan  
Notary Public in and for the City and County of  
San Francisco, State of California.

My Commission Expires July 5, 1961

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